

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

<hr/> <p>PETALS DECORATIVE ACCENTS LLC,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">-against-</p> <p>THE ELEVATION GROUP LLC, CONTROL SOLUTIONS INC., IMAGESOFT INC., TONY YENIDJEIAN and DINESH BAKHRU,</p> <p style="text-align: center;">Defendants.</p> <hr/>	X : : : : : : Index No. 07CV8120(HB)
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Plaintiff, PETALS DECORATIVE ACCENTS LLC, (hereinafter "Petals" or "Plaintiff") by its attorneys, Gersten Savage, LLP, as and for its Reply to Counterclaims asserted by Defendant Control Solutions, Inc., alleges as follows:

FIRST COUNTER-CLAIM FOR BREACH OF CONTRACT

1. Denies the allegations contained in paragraph 1 except admits that defendant Control Solutions, Inc. ("Control Solutions") did provide certain services to plaintiff.
2. Admits the allegations contained in paragraph 2.
3. Admits the allegations contained in paragraph 3.
4. Denies the allegations contained in paragraph 4.
5. Denies the allegations contained in paragraph 5.
6. Denies the allegations contained in paragraph 6 except admits that Control Solutions has demanded payment from Petals.
7. Denies the allegations contained in paragraph 7.

8. Denies the allegations contained in paragraph 8 except admits that Control Solutions has invoiced plaintiff.
9. Denies the allegations contained in paragraph 9.
10. Denies the allegations contained in paragraph 10.
11. Denies the allegations contained in paragraph 11.

SECOND COUNTER CLAIM FOR UNJUST ENRICHMENT

12. Admits the allegations contained in paragraph 13.
13. Denies the allegations contained in paragraph 14.
14. Denies the allegations contained in paragraph 15.
15. Denies the allegations contained in paragraph 16.
16. Denies the allegations contained in paragraph 17.

**THIRD COUNTER CLAIM FOR BREACH OF THE COVENANT
OF GOOD FAITH AND FAIR DEALING**

17. Denies the allegations contained in paragraph 19.

AFFIRMATIVE DEFENSES

AS AND FOR A FIRST AFFIRMATIVE DEFENSE

18. Control Solution's counter-claims are barred by the doctrines of laches, unclean hands, estoppel and waiver.

AS AND FOR A SECOND AFFIRMATIVE DEFENSE

19. Control Solution's counter-claims fail to state a claim upon which relief can be granted.

AS AND FOR A THIRD AFFIRMATIVE DEFENSE

20. Control Solution's counter-claims are barred by the statute of frauds.

AS AND FOR A FOURTH AFFIRMATIVE DEFENSE

21. Control Solution's counter-claims are barred due to a lack of consideration.

AS AND FOR A FIFTH AFFIRMATIVE DEFENSE

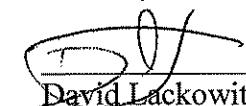
22. Control Solution's counter-claims are barred by reason of Control Solution's material breach of contract.

WHEREFORE, plaintiff, Petals Decorative Accents LLC, demands judgment in its favor and against the defendant/counter-claimant, Control Solutions, Inc., dismissing the counter-claims in their entirety with prejudice and awarding attorneys' fees and costs as well as such other and further relief as this Court deems equitable and just.

Dated: November 21, 2007

GERSTEN SAVAGE, LLP
Attorneys for Plaintiff

By:



David Lackowitz (DL 8591)
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 21st day of November, 2007, a true and correct copy of the foregoing Reply to Counterclaims was served electronically upon the Court and the following counsel:

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Dated: November 21, 2007